

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF CALIFORNIA

Case number (if known)

Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Brachium, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

FKA Brachium Labs, LLC

3. Debtor's federal Employer Identification Number (EIN) 47-3488201

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

660 Fourth St., Ste. 121
San Francisco, CA 94107

Number, Street, City, State & ZIP Code

San Francisco
County

P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

300 Deerwood Rd. San Ramon, CA 94583
Number, Street, City, State & ZIP Code

5. Debtor's website (URL) brachium.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5417

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No.

☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☒ No

☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

11. Why is the case filed in this district? Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____
Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds Check one:

☒ Funds will be available for distribution to unsecured creditors.

☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

15. Estimated Assets

<input checked="" type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

16. Estimated liabilities

<input type="checkbox"/> \$0 - \$50,000	<input checked="" type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **January 25, 2021**
MM / DD / YYYY

X /s/ Yaz Shehab
Signature of authorized representative of debtor

Title **Chief Executive Officer**

Yaz Shehab
Printed name

18. Signature of attorney

X /s/ Iain A. Macdonald
Signature of attorney for debtor

Date **January 25, 2021**
MM / DD / YYYY

Iain A. Macdonald 051073
Printed name

Macdonald Fernandez LLP
Firm name

**221 Sansome Street, Third Floor
San Francisco, CA 94104**
Number, Street, City, State & ZIP Code

Contact phone **(415) 362-0449** Email address _____

051073 CA
Bar number and State

**RESOLUTION OF BOARD OF DIRECTORS OF
BRACHIUM, INC.
a Delaware corporation**

Whereas, it is in the best interest of BRACHIUM, INC., a Delaware corporation (the “Company”) to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 Subchapter V of Title 11 of the United States Code;

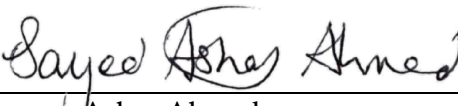
Be It Therefore Resolved, that Yaz Shehab, Chief Executive Officer of this Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 Subchapter V voluntary bankruptcy case on behalf of the Company;

Be It Further Resolved, that Yaz Shehab, Chief Executive Officer of this Company, is appointed Responsible Individual and is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case; and

Be It Further Resolved, that Yaz Shehab, Chief Executive Officer of this Company, is authorized and directed to employ the law firm of Macdonald Fernandez LLP to represent the Company in such bankruptcy case.

Date January _22_, 2021

Signed



Ashar Ahmed,
Secretary

**MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS OF
BRACHIUM, INC.
a Delaware corporation**

A special meeting of the Board of Directors of BRACHIUM, INC., a Delaware corporation, was held on January _22_, 2021, at San Francisco, California, in person, by telephone or video conference. The following Directors were present at the meeting:

Yaz Shehab
Hadi Akeel

The meeting was duly called to order and it was announced that the meeting was held pursuant to written waiver of notice and consent to the holding of the meeting. It was then moved, seconded and resolved to dispense with the reading of the minutes of the last meeting. Upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted:

Whereas, it is in the best interest of BRACHIUM, INC., a Delaware corporation (the "Company") to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 Subchapter V of Title 11 of the United States Code;

Be It Therefore Resolved, that Yaz Shehab, Chief Executive Officer of this Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Company;

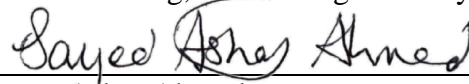
Be It Further Resolved, that Yaz Shehab, Chief Executive Officer of this Company, is appointed Responsible Individual and is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case; and

Be It Further Resolved, that Yaz Shehab, Chief Executive Officer of this Company, is authorized and directed to employ the law firm of Macdonald Fernandez LLP to represent the Company in such bankruptcy case.

There being no further business to come before the meeting, the meeting was duly adjourned.

Date January _22_, 2021


Signed



Ashar Ahmed,
Secretary

**WAIVER OF NOTICE AND CONSENT OF HOLDING AND SPECIAL
MEETING OF BOARD OF DIRECTORS OF
BRACHIUM, INC.
a Delaware corporation**

The undersigned Directors of BRACHIUM, INC., a Delaware corporation, hereby waive notice of and consent to the holding of a special meeting on the 22 day of January, 2021, at San Francisco, California, in person, by telephone or video conference, and agree that business transacted at the meeting shall be as valid and legal and have the same force and effect as though that meeting were held after notice duly given.

Signed:  _____
Yaz Shehab, Director

Signed:  _____
Hadi Akeel, Director

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Ashar Ahmed, declare under penalty of perjury that I am the duly appointed, qualified and acting Secretary of BRACHIUM, INC., a Delaware corporation, and that the following is a true and correct copy of the resolutions adopted by the Directors of said company at a special meeting duly called and held on the _22_ day of January, 2021.

“Whereas, it is in the best interest of BRACHIUM, INC., a Delaware corporation, a California professional corporation (the “Company”) to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 Subchapter V of Title 11 of the United States Code;

Be It Therefore Resolved, that Yaz Shehab, Chief Executive Officer of this Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Company;

Be It Further Resolved, that Yaz Shehab, Chief Executive Officer of this Company, is appointed Responsible Individual and is authorized and directed to appear in all bankruptcy proceedings on behalf of the Company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case; and

Be It Further Resolved, that Yaz Shehab, Chief Executive Officer of this Company, is authorized and directed to employ the law firm of Macdonald Fernandez LLP to represent the Company in such bankruptcy case.”

Date January _22_, 2021

Signed



Ashar Ahmed,
Secretary

BRACHIUM INC.

STATEMENT OF ASSETS, LIABILITIES & EQUITY - INCOME TAX BASIS

As of December 31, 2020

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
104 Cash in bank - checking	310.36
105 Checking - Chase Bank	13,770.68
109 Cash on hand	300.00
Total Bank Accounts	\$14,381.04
Total Current Assets	\$14,381.04
Fixed Assets	
208 Computers and software	4,604.75
209 Furniture and fixtures	3,968.96
278 Accumulated depreciation	-5,280.92
Total Fixed Assets	\$3,292.79
Other Assets	
284 Patent	72,362.90
289 Loan to S/H - Yaz Shehab	-600.00
294 Less accumulated amortization	-16,420.04
296 Deposit - Rent Clancy Invest.	2,781.08
Total Other Assets	\$58,123.94
TOTAL ASSETS	\$75,797.77
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Credit Cards	
305 C/C - B OF A 5646	37,903.91
306 AMEX Corporate	15,137.17
Total Credit Cards	\$53,041.08
Total Current Liabilities	\$53,041.08
Long-Term Liabilities	
382 S/H loan - Hadi Akeel	478,500.00
383 S/H loan - Yaz Shehab	236,825.30
Total Long-Term Liabilities	\$715,325.30
Total Liabilities	\$768,366.38
Equity	
420 Retained Earnings	-3,718,285.74
425 Capital Stock	3,300,025.50
425.1 Capital stock - Principals	128,615.62
Net Income	-402,923.99
Total Equity	\$ -692,568.61
TOTAL LIABILITIES AND EQUITY	\$75,797.77

Note

See accountant's compilation report attached.

**PRELIMINARY & TENTATIVE FOR
DISCUSSION PURPOSES ONLY**

BRACHIUM INC.

STATEMENT OF REVENUES & EXPENSES - INCOME TAX BASIS

January - December 2020

	TOTAL	
	JAN - DEC 2020	JAN - DEC 2020 (YTD)
Income		
Total Income		
GROSS PROFIT	\$0.00	\$0.00
Expenses		
801 Advertising	306.00	306.00
803 Amortization	4,824.00	4,824.00
807 Automobile		
807.01 Auto- gas & oil	685.03	685.03
Total 807 Automobile	685.03	685.03
811 Bank fees	1,766.40	1,766.40
815 Computer supplies/service	4,294.94	4,294.94
823 Depreciation	462.96	462.96
827 Meals - business	276.12	276.12
831 Interest	9,918.92	9,918.92
839 Legal and accounting	366,083.72	366,083.72
843 Maintenance and repairs	156.46	156.46
847 Office expense	429.63	429.63
850.1 Payroll Fees	468.00	468.00
853 Postage	631.05	631.05
857 Promotion	8.58	8.58
859 Rent	10,833.40	10,833.40
859.1 Rent - Storage	1,316.80	1,316.80
865 Taxes and licenses	45.00	45.00
875 Telephone/communications	50.00	50.00
877 Travel	1,379.00	1,379.00
877.1 Travel- meals	214.31	214.31
905 Credit Card Rewards	-430.00	-430.00
955 Suspense	-351.35	-351.35
Total Expenses	\$403,368.97	\$403,368.97
NET OPERATING INCOME	\$ -403,368.97	\$ -403,368.97
Other Income		
903 DEPOSITS PENDING CODING	444.98	444.98
Total Other Income	\$444.98	\$444.98
NET OTHER INCOME	\$444.98	\$444.98
NET INCOME	\$ -402,923.99	\$ -402,923.99

Note

See accountant's compilation report attached.

**PRELIMINARY & TENTATIVE FOR
DISCUSSION PURPOSES ONLY**

Fill in this information to identify the case:

Debtor name Brachium, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF CALIFORNIA

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 25, 2021

X /s/ Yaz Shehab

Signature of individual signing on behalf of debtor

Yaz Shehab

Printed name

Chief Executive Officer

Position or relationship to debtor

Fill in this information to identify the case:Debtor name **Brachium, Inc.**United States Bankruptcy Court for the: **NORTHERN DISTRICT OF CALIFORNIA**

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
AJW Solo 401k Trust Attn: Aaron White 5420 Cherokee Draw Rd Austin, TX 78738	Aaron White aaronds2004@gmail.com (512) 380-1740	Unsecured Noteholder				\$63,865.75
Associated Orthodontists Attn: Scott Soderquist 118 N Larkin Ave Joliet, IL 60435	Scott Soderquist sasdds2001@me.com (773) 350-9473	Unsecured Noteholder				\$64,449.32
Dentobot, LLC Attn: Eric Streid 613 W. Glen Ave Peoria, IL 61614	Eric Streid tim@macro-wealth.com (847) 363-5502	Unsecured Noteholder				\$157,091.78
Derek Ming-Dar Chen c/o Frank Busch 100 Pine Street Ste 725 San Francisco, CA 94111	Frank Busch, Esq. busch@wvbrlaw.com (415) 357-8900	Unsecured Noteholder				\$291,013.70
Dominic Giampaolo 8 Balsam St Lewiston, ME 04240	Dominic Giampaolo dgiampaolo@gmail.com (650) 906-0637	Unsecured Noteholder				\$180,082.19
Eric M. Barnes 3720 Culloden St Flossmoor, IL 60422	Eric M. Barnes e.m.barnes@sbcglobal.net (773) 734-1500	Unsecured Noteholder				\$64,449.32

Debtor **Brachium, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
GLG Technology & Venture Inc. Attn: Gordon Gu PO Box 12053 Zephyr Cove, NV 89448	Gordon Gu gordongu@yahoo.com (925) 366-8688	Unsecured Noteholder				\$106,881.32
Infinity Law Group 111 Deerwood Road Ste 200 San Ramon, CA 94583	Ashar Ahmed aahmed@infinitylawca.com 415-902-9086	Litigation legal Fees				\$64,149.60
Issac Yue 7000 S. Adams Chicago, IL 60527	Isaac Yue yuesmiles@gmail.com (773) 350-0074	Unsecured Noteholder				\$76,638.90
Michael Wong 203 Shrewsbury Ct Mahwah, NJ 07430	Michael Wong kingmeow@verizon.net (201) 995-7331	Unsecured Noteholder				\$121,172.61
MLM Law Firm 1030 W Chicago Ave 3rd Floor Chicago, IL 60642	Megan Lopp Mathias megan@loppmathiaslaw.com 312-741-8090	Litigation legal Fees				\$79,857.66
Osnaburge Ventures LLC Shirley Yeh, c/o Frank Busch 100 Pine Street Ste 725 San Francisco, CA 94111	Frank Busch, Esq. busch@wvbrlaw.com 415-357-8900	Unsecured Noteholder				\$258,731.51
Paul A. DiFranco, Jr., DDS 213 N Dee Rd Park Ridge, IL 60068	Paul A. DiFranco, Jr., DDS da2docf@gmail.com (847) 226-7382	Unsecured Noteholder				\$128,898.63
Richard Strong 5603 Bamboo Circle Harlingen, TX 78552	Richard Strong rrstrong@gmail.com (408) 893-6348	Unsecured Noteholder				\$125,528.77
Robert M. Wohler 45 River Drive South Penthouse 3403 Jersey City, NJ 07310	Robert M. Wohler robert.wohler@gmail.com (917) 626-6296	Unsecured Noteholder				\$64,449.32

Debtor **Brachium, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Ronald Mizrahi 976 E. 9th St. Brooklyn, NY 11230	Ronald Mizrahi orthod@aol.com (718) 998-5100	Unsecured Noteholder				\$63,783.56
Ryan Wiesemann 894 Fred Lively Rd Bowling Green, KY 42104	Ryan Wiesemann rbwiesemann@aol.com (270) 799-8238	Unsecured Noteholder				\$63,865.75
Thomas J. Marcel 1936 Chalon Glen Ct Livermore, CA 94550	Thomas J. Marcel tjmarcel@marcelorthodontics.com (925) 784-7904	Unsecured Noteholder				\$106,571.51
Tzeye Huang (Joy Huang) 21715 Noonan Ct Cupertino, CA 95014	Joy Huang joyfultooth@gmail.com 408-857-7899	Unsecured Noteholder				\$239,945.21
Wilson Sonsini Law Firm (WSGR) Attn: Accounts Receivable 650 Page Mill Rd Palo Alto, CA 94304	Laurie Westerheide Lwesterheide@wsgr.com (650) 493-9300	Corporate Legal Fees				\$121,435.09

**United States Bankruptcy Court
Northern District of California**

In re **Brachium, Inc.**

Debtor(s)

Case No.
Chapter

11

STATEMENT PURSUANT TO RULE 2016(B)

The undersigned, pursuant to Rule 2016(b), Bankruptcy Rules, states that:

1. The undersigned is the attorney for the debtor(s) in this case.
2. The compensation paid or agreed to be paid by the debtor(s), to the undersigned is:
 - a) For legal services rendered or to be rendered in contemplation of and in connection with this case \$ **25,000.00**
 - b) Prior to the filing of this statement, debtor(s) have paid \$ **25,000.00**
 - c) The unpaid balance due and payable is \$ **0.00**
3. \$ **1,738.00** of the filing fee in this case has been paid.
4. The Services rendered or to be rendered include the following:
 - a. Analysis of the financial situation, and rendering advice and assistance to the debtor(s) in determining whether to file a petition under title 11 of the United States Code.
 - b. Preparation and filing of the petition, schedules, statement of affairs and other documents required by the court.
 - c. Representation of the debtor(s) at the meeting of creditors.
5. The source of payments made by the debtor(s) to the undersigned was from earnings, wages and compensation for services performed, and
6. The source of payments to be made by the debtor(s) to the undersigned for the unpaid balance remaining, if any, will be from earnings, wages and compensation for services performed, and
7. The undersigned has received no transfer, assignment or pledge of property from debtor(s) except the following for the value stated:
8. The undersigned has not shared or agreed to share with any other entity, other than with members of undersigned's law firm, any compensation paid or to be paid except as follows:

Dated: **January 25, 2021**

Respectfully submitted,

/s/ **Iain A. Macdonald**

Attorney for Debtor: **Iain A. Macdonald 051073**
Macdonald Fernandez LLP
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San Francisco, CA 94104
(415) 362-0449 Fax: (415) 394-5544

**United States Bankruptcy Court
Northern District of California**

In re **Brachium, Inc.**

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
George Wong 3191 Ashbourne Circle San Ramon, CA 94583	Common Shares	2,800,000	33%
Hadi Akeel 3000 Holiday Drive Apt 1505 Fort Lauderdale, FL 33316	Common Shares	2,800,000	33%
WS Investment Company, LLC WSGR 600 Page Mill Rd. Palo Alto, CA 94304	Common Shares	100,000	1%
Yaz Shehab 660 4th St., #121 San Francisco, CA 94107	Common Shares	2,800,000	33%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Executive Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **January 25, 2021**

Signature **/s/ Yaz Shehab**
Yaz Shehab

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Northern District of California**

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Debtor(s)

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Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Brachium, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

George Wong
3191 Ashbourne Circle
San Ramon, CA 94583

Hadi Akeel
3000 Holiday Drive
Apt 1505
Fort Lauderdale, FL 33316

Yaz Shehab
660 4th St., #121
San Francisco, CA 94107

☐ None [*Check if applicable*]

January 25, 2021

Date

/s/ Iain A. Macdonald

Iain A. Macdonald 051073

Signature of Attorney or Litigant

Counsel for **Brachium, Inc.**

Macdonald Fernandez LLP

221 Sansome Street, Third Floor

San Francisco, CA 94104

(415) 362-0449 Fax:(415) 394-5544

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA**

In re
Brachium, Inc.

Case No.

Debtor(s). _____ /

CREDITOR MATRIX COVER SHEET

I declare that the attached Creditor Mailing Matrix, consisting of 9 sheets, contains the correct, complete and current names and addresses of all priority, secured and unsecured creditors listed in debtor's filing and that this matrix conforms with the Clerk's promulgated requirements.

DATED: **January 25, 2021**

/s/ Iain A. Macdonald

Signature of Debtor's Attorney or Pro Per Debtor

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Philadelphia, PA 19101

Franchise Tax Board
Bankruptcy Section, MS A-340
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Alexander Roy TTEE Henry Roy Trust
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